

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* CITADEL L P (Last) (First) (Middle) C/O CITADEL INVESTMENT GROUP LLC, 131 S. DEARBORN STREET, 32ND FLOOR (Street) CHICAGE, IL 60603 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/28/2008	3. Issuer Name and Ticker or Trading Symbol Huntsman CORP [HUN]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 2px auto;">See Note 1 in Remarks below</div>	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
TOTAL RETURN EQUITY SWAP (2) (3)	(2) (3)	09/21/2009	Common Stock	400,000	\$ 13.96	D (1)	
TOTAL RETURN EQUITY SWAP (2) (3)	(2) (3)	08/17/2009	Common Stock	250,000	\$ 13.96	D (1)	
TOTAL RETURN EQUITY SWAP (2) (3)	(2) (3)	07/20/2012	Common Stock	50,000	\$ 14.19	D (1)	
TOTAL RETURN EQUITY SWAP (2) (3)	(2) (3)	07/20/2012	Common Stock	400,000	\$ 14.19	D (1)	
TOTAL RETURN EQUITY SWAP (2) (3)	(2) (3)	09/09/2009	Common Stock	93,599	\$ 14.19	D (1)	
TOTAL RETURN EQUITY SWAP (2) (3)	(2) (3)	09/09/2009	Common Stock	545,301	\$ 14.19	D (1)	
TOTAL RETURN EQUITY SWAP (2) (3)	(2) (3)	05/20/2009	Common Stock	207,300	\$ 13.7	D (1)	
TOTAL RETURN EQUITY SWAP (2) (3)	(2) (3)	06/17/2009	Common Stock	1,415,500	\$ 13.7	D (1)	
TOTAL RETURN EQUITY SWAP (2) (3)	(2) (3)	07/15/2009	Common Stock	200,000	\$ 13.7	D (1)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

CITADEL L P C/O CITADEL INVESTMENT GROUP LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
CITADEL INVESTMENT GROUP LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
CITADEL EQUITY FUND LTD C/O CITADEL INVESTMENT GROUP, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
GRIFFIN KENNETH C C/O CITADEL INVESTMENT GROUP, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
CITADEL ADVISORS LLC C/O CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
CITADEL HOLDINGS I LP C/O CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
CITADEL HOLDINGS II LP C/O CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
Citadel Derivatives Group, LLC C/O CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
CITADEL DERIVATIVES TRADING LTD C/O CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below

Signatures

/s/ John C. Nagel, Authorized Signatory		09/08/2008
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This security is owned by Citadel Equity Fund, Ltd.

Citadel Equity Fund, Ltd. entered into cash-settled OTC total return swap transactions that reference Common Shares (the "Total Return Equity Swaps") on various dates with certain dealer counterparties and with respect to specific notional numbers of Common Shares set forth in Column 3 of Table II. Each of the Total Return Equity Swaps is documented using a framework established by the International Swaps and Derivatives Association, Inc. or a similar framework.

(3) Under each Total Return Equity Swap, (a) the counterparty is obligated to pay to Citadel Equity Fund, Ltd., in cash, amounts that are determined in part by reference to any increase in the market price per share of the reference shares above an initial reference price per share as set forth in Column 4 of Table II, and (b) Citadel Equity Fund, Ltd. is obligated to pay the counterparty, in cash, amounts that are determined in part by reference to any decrease in the market price per share of the reference shares below the initial reference price per share as set forth in Column 4 of Table II. The Total Return Equity Swaps are terminable by Citadel Equity Fund, Ltd. at any time. The Total Return Equity Swaps are all cash settled and do not give the Reporting Persons voting, investment or dispositive control over any securities of the Issuer nor require the dealers to acquire, hold, vote or dispose of any securities of the Issuer.

Remarks:

Note 1:

As a result of the potential arrangements between the Reporting Persons and others described in Item 4 of Amendment No. 1 to Schedule 13D filed by the Reporting Persons on September 2, 2008 ("Amendment No. 1") relating to the Issuer (incorporated by reference herein), the Reporting Persons may be deemed to have formed a "group" with certain other persons for purposes of Rule 13d-5(b)(1) promulgated under the 1934 Act. If the Reporting Persons are deemed to have formed a "group" with such other persons, the Reporting Persons may be deemed to have beneficial ownership of greater than 10% of the Issuer's outstanding Common Shares pursuant to Rule 16a-1(a)(1) and Rule 13d-5(b)(1). On August 29, 2008, Hexion Specialty Chemicals, Inc. rejected the terms offered by the proposal letter described in Amendment No. 1.

Note 2:

Each of the Reporting Persons expressly disclaims beneficial ownership of the securities described herein except to the extent of such person's pecuniary interest therein. Each of the Reporting Persons further disclaims membership in a group with regard to the Common Shares of the Issuer with the persons described in Item 4 of Amendment No. 1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Explanation of Responses

Name: Citadel L P

Address: c/o Citadel Investment Group, L.L.C.
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603

Issuer and Ticker Symbol: Huntsman Corporation [HUN]

Date of Event Requiring Statement: 8/28/2008

CITADEL LIMITED PARTNERSHIP

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ John C. Nagel
John C. Nagel, Authorized Signatory

JOINT FILER INFORMATION

Name: Citadel Investment Group, L.L.C.
Address: 131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603
Designated Filer: Citadel Limited Partnership
Issuer and Ticker Symbol: Huntsman Corporation [HUN]
Date of Event Requiring Statement: 8/28/2008

CITADEL INVESTMENT GROUP, L.L.C.

By: /s/ John C. Nagel
John C. Nagel, Authorized Signatory

JOINT FILER INFORMATION

Name: Citadel Equity Fund Ltd.

Address: c/o Citadel Investment Group, L.L.C.
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603

Designated Filer: Citadel Limited Partnership

Issuer and Ticker Symbol: Huntsman Corporation [HUN]

Date of Event Requiring Statement: 8/28/2008

CITADEL EQUITY FUND LTD.

By: Citadel Limited Partnership,
its Portfolio Manager

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ John C. Nagel
John C. Nagel, Authorized Signatory

JOINT FILER INFORMATION

Name: Kenneth Griffin

Address: c/o Citadel Investment Group, L.L.C.
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603

Designated Filer: Citadel Limited Partnership

Issuer and Ticker Symbol: Huntsman Corporation [HUN]

Date of Event Requiring Statement: 8/28/2008

KENNETH GRIFFIN

By: /s/ John C. Nagel
John C. Nagel, attorney-in-fact *

* John C. Nagel is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 24, 2006, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G for Morgans Hotel Group Co.

JOINT FILER INFORMATION

Name: Citadel Advisors LLC

Address: c/o Citadel Investment Group II, L.L.C.
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603

Designated Filer: Citadel Limited Partnership

Issuer and Ticker Symbol: Huntsman Corporation [HUN]

Date of Event Requiring Statement: 8/28/2008

CITADEL ADVISORS LLC

By: Citadel Holdings II LP,
its managing member

By: Citadel Investment Group II, L.L.C.,
its General Partner

By: /s/ John C. Nagel
John C. Nagel, Authorized Signatory

JOINT FILER INFORMATION

Name: Citadel Holdings I LP

Address: c/o Citadel Investment Group II, L.L.C.
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603

Designated Filer: Citadel Limited Partnership

Issuer and Ticker Symbol: Huntsman Corporation [HUN]

Date of Event Requiring Statement: 8/28/2008

CITADEL HOLDINGS I LP

By: Citadel Investment Group II, L.L.C.,
its General Partner

By: /s/ John C. Nagel
John C. Nagel, Authorized Signatory

JOINT FILER INFORMATION

Name: Citadel Holdings II LP

Address: c/o Citadel Investment Group II, L.L.C.
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603

Designated Filer: Citadel Limited Partnership

Issuer and Ticker Symbol: Huntsman Corporation [HUN]

Date of Event Requiring Statement: 8/28/2008

CITADEL HOLDINGS II LP

By: Citadel Investment Group II, L.L.C.,
its General Partner

By: /s/ John C. Nagel
John C. Nagel, Authorized Signatory

JOINT FILER INFORMATION

Name: Citadel Derivatives Group, LLC

Address: c/o Citadel Investment Group II, L.L.C.
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603

Designated Filer: Citadel Limited Partnership

Issuer and Ticker Symbol: Huntsman Corporation [HUN]

Date of Event Requiring Statement: 8/28/2008

CITADEL DERIVATIVES GROUP LLC

By: Citadel Limited Partnership,
its Portfolio Manager

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ John C. Nagel
John C. Nagel, Authorized Signatory

JOINT FILER INFORMATION

Name: Citadel Derivatives Trading Ltd.

Address: c/o Citadel Investment Group II, L.L.C.
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603

Designated Filer: Citadel Limited Partnership

Issuer and Ticker Symbol: Huntsman Corporation [HUN]

Date of Event Requiring Statement: 8/28/2008

CITADEL DERIVATIVES TRADING LTD.

By: Citadel Limited Partnership,
its Portfolio Manager

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ John C. Nagel
John C. Nagel, Authorized Signatory

JOINT FILER INFORMATION

Name: Citadel Investment Group II, L.L.C.
Address: 131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603
Designated Filer: Citadel Limited Partnership
Issuer and Ticker Symbol: Huntsman Corporation [HUN]
Date of Event Requiring Statement: 8/28/2008

CITADEL INVESTMENT GROUP II, L.L.C.

By: /s/ John C. Nagel
John C. Nagel, Authorized Signatory
